TWENTIETH CENTURY FOX (LOGO)

TWENTIETH CENTURY FOX Presents

An LBI ENTERTAINMENT Production

CAMERON DIAZ

LESLIE MANN

“THE OTHER WOMAN”

KATE UPTON

NIKOLAJ COSTER-WALDAU

NICKI MINAJ

TAYLOR KINNEY

and DON JOHNSON

DAVID THORNTON
VICTOR CRUZ

Casting by

MATTHEW BARRY
NANCY GREEN-KEYES
SUZANNE SMITH CROWLEY
JESSICA KELLY

Music Supervisor

JULIA MICHELS

Music by

AARON ZIGMAN

Costume Designers

PATRICIA FIELD
PAOLO NIEDDU

Film Editors

ALAN HEIM, A.C.E.
JIM FLYNN

Production Designer

DAN DAVIS

Director of Photography

ROBERT FRAISSE

Executive Producers

DONALD J. LEE, JR.
CHUCK PACHECO

Produced by

JULIE YORN, p.g.a.

Written by

MELISSA K. STACK

Directed by
NICK CASSAVETES

Unit Production Manager	DONALD J. LEE, JR.
First Assistant Director	JONATHAN McGARRY
Second Assistant Director	DEREK R. WIMBLE

Made in association with TSG ENTERTAINMENT

Co-Producer	PATRICK WALMSLEY

CAST

Carly Whitten	CAMERON DIAZ
Kate King	LESLIE MANN
Mark King	NIKOLAJ COSTER-WALDAU
Frank	DON JOHNSON
Amber	KATE UPTON
Phil	TAYLOR KINNEY
Lydia	NICKI MINAJ
Busboy	KENNETH MAHARAJ
Cece	ALYSHIA OCHSE

Fernando	VICTOR CRUZ
Waitress	MADISON MCKINLEY
Nick	DAVID THORNTON
Raven-Haired Beauty	OLIVIA CULPO
Receptionist	CHELSEA TURNBO
Security Guard	JOHN BJ BRYANT
Woman at Deli	BROOKE STACY MILLS
Woman Buying Coffee	RAUSHANAH SIMMONS
Woman in Restroom	CHERYL HORNE
Handsome Stranger	RUISDAEL CINTRON
Legal Secretaries	VIRGINIA CASSAVETES NANCY DEMAYO NINA BARRY
Dana	COLIN BANNON
Bartender	ZAC LA ROC
Shoppers	JENNIFER LEE CROWL KATHERINE ANDREASSEN
Investors	DANIEL RETON TONY COSTA
Hot Girl at Bar	ALEX STEBBINS
Madame	YUEH HWA CHAN
Meki	MEKI SALDANA
Radioman	RADIOMAN
Sarah The Waitress	SARAH TYMON
Tow Truck Driver	JUDE DONNELLY
Gardener	GORDON B. ANDREWS
Band Singer	CUCU DIAMANTES
Guitar Player	ANDRES LEVIN
Hot Girls	BRITTANY BINGER AMANDA LI PAIGE ASHLEY CUSATO LEANNA BARTLETT NICOLE DOMECUS

Stunt Coordinator	PETER BUCOSSI	
Stunts	KIMBERLY SHANNON MURPHY	MIKE RUSSO
	JODI PYNN GABREE	ROY FARFEL
	MAM SMITH	THOMAS PLACE
	GABRIELA CHABRIER	AUSTIN BUCOSSI
	MIKE BURKE	DONALD J. HEWITT
	DJ SURGENT	GREG HARVEY
Helicopter Pilots	PAUL H. BARTH	
	BILLY RICHARDS	
Production Supervisor	PATTY WILLETT	
Assistant Costume Designer	JACQUELINE DEMETERIO	
Art Director	DOUGLAS HUSZTI	
Set Decorators	MICHELLE SCHLUTER-FORD	
	ALYSSA WINTER	
Assistant Set Decorator	CAROLINE GHERTLER	
Buyers	ASHLEY WELLBROCK	
	STEPHANIE BOWEN	
Art Consultant	FANNY PEREIRE	
Set Decorating Production Assistant	RUBY HANNAN	
Set Designers	JOHN POLLARD	
	JEANNETTE KIM	
	TED LEFEVRE	
Leadman	CHRISTOPHER NELSON	
Set Dressers	VINNY ROMANO	ROCCO ALBANES
	GARY LEVITSKY	JON F. HOPKINS
	GREG VAN SANT	CHANEL JONES
	GARY AHARONI	STEVE R. KRIEGER
On Set Dressers	J. ANTHONY GONZALEZ	
	MICHAEL T. DICKMAN	
Illustrator	GINGER LABELLA	
Art Department Coordinators	LAUREN BUCKLEY	
	G.A. HOWARD	
Art Department Production Assistant	IAN MCCABE	
Shop Person	JOAN BROCKSCHMIDT	
GSP Stage Shop Assistant	NICK DEWITT	
Second Second Assistant Director	CASEY MADIGAN	

Script Supervisor	DIANNE DREYER
Camera Operator	BRUCE MACCALLUM, SOC
First Assistant Camera	STANLEY FERNANDEZ
Second Assistant Camera	DIANA MATOS
B Camera Operator	JACK DONNELLY
1st AC B Camera	PAUL COLANGELO
2nd AC B Camera	GAVIN FERNANDEZ
Loader	CONNIE HUANG
Still Photographer	BARRY WETCHER
Camera Production Assistant	CHRISTOPHER ENG
Production Sound Mixer	TOD A. MAITLAND, C.A.S.
Boom Person	MICHAEL H. SCOTT
Cable Person	JERRY YUEN
Supervising Sound Editor	KELLY CABRAL
Re-Recording Mixers	RON BARTLETT D. M. HEMPHILL
Post Production Supervisor	JOAN KELLEY BIERMAN
1st Assistant Editor - NY	ERICA FREED MARKER
1st Assistant Editor - LA	BRADLEY MCLAUGHLIN
2nd Assistant Editor - NY	NICK ELLSBERG
2nd Assistant Editor - LA	GLENN COCCO
Editorial Assistant - LA	JOHN MCCRACKEN
Editorial Assistant - NY	ADAM DICTEROW

Music Editor	ANGIE RUBIN	
Gaffer	ANDREW DAY	
Best Boy Electric	RALPH CROWLEY	
Lamp Operators	JOHN ALCANTARA MICHAEL HUNOLD BLAISE MILLER	JULIAN de la PENA DANIEL JAMES MCCABE CHRIS LOMBARDOZZI
Genny Operators	JAMIE GALLAGHER TOM POTOSKIE	
Key Rigging Gaffer	CHARLES GRUBBS	
Rigging Electric Best Boy	JOHN WOODS	
Rigging Electricians	DANIEL H. LEVY AUGUST POPKIN MATTHEW D. HALE	
Key Grip	RICHARD GUINNESS III	
Best Boy Grip	ROBBIN PARK	
A Dolly Grip	JOSEPH E. BELSCHNER	
B Dolly Grip	JEFF PANESSA	
Company Grips	LUIS COLÓN DANIEL WONG	ROBERT TEDESCHI MICHAEL LUDWIG
Key Rigging Grip	BILLY KERWICK	
Rigging Grip Best Boy	KEVIN KERWICK	
Rigging Grips	DANA HOOK MATT LUBERDA	ROBERT PRATE CHRIS PRIMAVERA
Charge Scenic	JOSEPH GARZERO	
Foreman	MICK ROSSMAN	
Shopman	PAUL E. ROSSMAN	
Camera Scenic	MIKHAIL ROMANOV	
Scenic Shop Person	TARYN JONES	

Greensman	MARK SELEMON
Greens	HENRY KAPLAN GORDON GERTSEN
Costume Supervisor	MARK AGNES
Costumer for Cameron Diaz	YULIA GERSHENZON
Set Costumers	SUZANNE KELLY DAVID TURK
Buyer	MATTHEW SIMONELLI
Tailor	THOMAS SCHMITZ
Costume Coordinator	SARA GAGLIARDI
Costume Assistants	EBONIE CHOORAN NICK SNYDER
Make-Up Department Head	NICKI LEDERMANN
Key Make-Up	TANIA RIBALOW
Make-Up for Cameron Diaz	ROBIN FREDRIKSZ
Hair Department Head	NATHAN BUSCH
Hair Stylist for Cameron Diaz	LONA VIGI
Hair Stylist for Leslie Mann	ROD ORTEGA
Location Managers	LEN MURACH ANDREW D. COOKE
Assistant Location Managers	MARK CURLEY ABIGAIL ZEALEY BESS
Location Assistants	BRITTANY ROSTRON PATRICK O'HALA ZACK WEISZ KATE GIMBEL GOLDMAN
Location Coordinator	ALEC BATES
Parking Coordinator	JOSE TEJADA
Property Master	TOMMY ALLEN
Assistant Property Master	OMAR VAID
Assistant Props	DAVID H. ALLEN KEN FERDMAN

Special Effects Supervisor	STEVE KIRSHOFF	
Special Effects Coordinator	DEVIN MAGGIO	
Special Effects Foreman	JACK KIRSHOFF	
Construction Coordinator	RONALD PETAGNA	
Head Carpenter	FRANK DIDIO, JR.	
Key Construction Grip	NICHOLAS MONGELLI	
Best Boy Construction Grip	MICHAEL MAGI	
Construction Grip	ANTHONY SCOTT GAMIELLO	
Shop Foreman	WAYNE MOSS	
Construction Shop Electrician	RICHARD COHEN	
Shop Craftsmen	MIROSLAW NOWALSKI BRYAN WIECZEZAK	
Construction Shop Assistant	AL HYACINTH	
Production Accountant	SUSANNAH L. BRENGEL	
1st Assistant Accountant	JANINE SCHIRO	
2nd Assistant Accountants	FRED SHEAR WINDI SEE VIANELLO	EVELYN ESPINOSA AINSLEY D. BARTHOLOMEW
Accounting Clerks	ALEX PHILLIPS BRIAN DAMROW	
Post Production Accountant	COURTNEY McCRORY	
Post Production Assistant Accountant	LEE PEGLOW	
Payroll Accountant	KERRY ROBERTS	
Payroll Clerk	YDANIA OGANDO	
Production Coordinator	MARK HAGERMAN	
Assistant Production Coordinator	ALEXANDER BARROW	
Travel	ANOUK FRÖSCH	
Production Secretary	JIM CREMINS	

Assistants to Nick Cassavetes	COLIN BANNON SASHA CASSAVETES
Assistant to Julie Yorn	MICHELLE ISRAEL
Assistant to Donald J. Lee, Jr.	ANNE FOUGEDOIRE
Assistant to Cameron Diaz	JESSE LUTZ
Assistant to Leslie Mann	GJUSTINA DUSHKU
Office Production Assistants	PAIGE D. KENMORE SAM JOSSEN NICK AMBRO
DGA Trainee	DEANNA URCIUOLI
Key Production Assistant	GEORGE A. MACDONALD
Set Production Assistants	LAURA RIZER ALEX FOREMAN LUCAS ISABELLA KYLE GARRISON SAMANTHA MILLER JENNIFER MCENEANEY
Casting Associates	JUDY COOK MARY ANTHONY
NY Casting Associate	KATE GELLER
Extras Casting	GRANT WILFLEY ALLISON HALL
Animal Trainers	DAWN BARKAN BONNIE WALESLESKI
Unit Publicist	FRANCES FIORE
Research Consultant	AARON HEETER
Set Medic	BRUCE BELL
Video Assist	BRIAN CARMICHAEL
Catering	HENRY’S INTERNATIONAL CUISINE
Craft Services	PETER MARSCHARK MARC MAURIZI KEVIN WHITE
Security Production	O’CONNELL PROTECTION SERVICES

Security for Cameron Diaz	THE LOZANO GROUP CHRIS SIPE
Dialect Coach	HOWARD SAMUELSOHN
Transportation Captain	MICHAEL HYDE
Transportation Co-Captain	KEVIN HARRIGAN
Cranes and Dollies by	CSC PANAVISION MONSTER REMOTES
Camera Dollies by	CHAPMAN / LEONARD STUDIO EQUIPMENT, INC.
Production Facilities Provided by	GREENWICH STREET PRODUCTIONS, INC.
Supervising Dialogue/ADR Editor	AYNEE O JOUJON-ROCHE, MPSE
Sound Effects Editor	KERRY CARMEAN-WILLIAMS
Foley Editor	ROBERT BATHA
First Assistant Sound Editor	GAYLE WESLEY
Post Production Facilities Provided by	TWENTIETH CENTURY FOX STUDIOS
Recordist	TIM GOMILLION
Re-Recording Engineer	BILL STEIN
ADR Mixer	CHARLEEN RICHARDS-STEEVES
ADR Recordist	DAVID LUCARELLI
ADR Engineer	DEREK CASARI
Foley Artists	DAN O’CONNELL JOHN CUCCI
Foley Mixers	RICHARD DUARTE JOHN GUENTNER
Voice Casting	BARBARA HARRIS

Additional Voices	JASON BROAD CATHERINE CAVADINI FREDERICK W. CHANDLER JR. LANAI CHAPMAN JOHN DEMITA PEGGY FLOOD ISA HALL BARBARA ILEY	CHRIS KELLEY PAUL KWO DANIEL MORA JASON PACE REGINA TAUFEN NANCY TRUMAN ANDREA WEINER
Digital Intermediate by	COMPANY 3	
Digital Film Colorist	STEPHEN NAKAMURA	
Digital Conform	JOE KEN	
DI Technologist	MIKE CHIADO	
Color Assistant	JARED PECHT	
Head of Production	DEVIN STERLING	
Account Executive	JACKIE LEE	
CO3 Executive Producer	STEFAN SONNENFELD	
Preview Engineer	LEE TUCKER	
Lab Color Timer	JIM PASSON	
Main Titles	PICTURE MILL	
End Titles	SCARLET LETTERS	

Visual Effects by MR. X GOTHAM

Visual Effects Supervisor	Eric J. Robertson		**Visual Effects Producer**	Wilson Cameron
CG Supervisors	Jep Hill	Gong Myung Lee	**Visual Effects Coordinator**	Jennifer Ramos
Compositors	Tim Llewellyn	Robert Bruce	Drew Beekler	Artur Elson
	Leslie Chung	Randy Krueger	Lenz Kol	Franz Kol
	Mark Lieberman	Erin Nash		
Modelers	Alek Vacura	Alex Cheparev	**Matchmove Lead**	Bryan Evans
Texture Painters	Jina Lee	Chi Chang Chu	Da Suel Kim	
Animators	Chris Devito	John Wilson	**FX Animator**	Ryan Hussain
Lighting Artist	Jackie Liao		**Tech Lead/Pipeline TD**	Michael Fessenden
Operations	Guy Barresi		**Production Assistant**	Justin Rogers C – de Baca

SECOND UNIT

Second Unit Director	ZAC LA ROC
Director of Photography	JACK DONNELLY
First Assistant Director	BRIAN KENYON
Second Assistant Director	CONSTANCE PIERCE WINTERS
First Assistant Camera	ROBERT PAGLIARO
Loader	TROY SOLÁ

BAHAMAS UNIT

Unit Production Manager	BERNIE WILLIAMS	
Bahamas Coordinator	KIMBERLY C. HAGGERTY	
Production Coordinator	NICOLE MCMILLAN	
Production Secretary	MILES ABALIA	
Production Services Representative	JOHN MCWHIRTER	
Office Production Assistants	ANTIONNE ROLLE ONIKÉ ARCHER	
1st Assistant Accountant	SHERRY LYNN SIRMONS	
Art Department Liaison	ANA HUBER	
Builder	WALLACE THOMPSON	
Libra Head Techs	SEBASTIAN ALMEIDA GUILLAUME RENBERG	
Electricians	JULIAN LORD CALVIN DUNCOMBE BURTON LIGHTBOURNE	RENÉE CAESAR JULIAN LORD, JR.
Grips	DEREK COLEBY CHRYSLIN STURRUP MICHAEL SCAROLA	JAMAL INNISS KENYATTA NAIRN
Assistant Location Managers	J.P. GENASI MARTINA CARROLL	
Location Assistants	COLYN ROLLE DIEGO DAVIS	
Set Decorating Assistant	SONIA BROWN	
Set Dressers	JACKSON PETIT-HOMME DAVID GREENE	JJ SANCHEZ JASON CURRIE
Extras Casting	HEATHER CAREY ELORA NEILSON	

Catering	MOO-V-FOOD	
Craft Services	RAMON SAUNDERS HELEN SAUNDERS	
Set Medic	WARREN GRANT	
Set Production Assistants	KATIE KRAMER CHRISTOPHER GUGISBERG NAHASSAH BAIN MAURICE CAMPBELL DANNY GARCIA	ROMAIN FOURNIE JEREMIAH ROLLE BRANDON SANDS DARREL ANDY SMITH
Video Production Assistant	BRADLEY GRIFFIN	
Transportation	WINSTON NEWTON	
Orchestrated & Arranged by	PAUL BUSHNELL AARON ZIGMAN JERRY HAY DAN HIGGINS	
Recorded & Mixed by	MICHAEL STERN	
Additional Engineering by	ERNIE LEE	
Additional Programming by	PAUL BUSHNELL MATEO LABORIEL	
Music Preparation by	STEVE JULIANNI	
Musicians Contracted by	PETER ROTTER MUSIC SERVICES	
Conducted by	AARON ZIGMAN	
Recorded at	THE BRIDGE STUDIO	
Mixed at	VILLAGE STUDIOS	
Music Coordinator	AMANDA KRIEG THOMAS	

SONGS

“A SUNDAY KIND OF LOVE”
Written by Louis Prima, Barbara Belle, Anita Leonard Nye and Stan Rhodes
Performed by Etta James
Courtesy of Geffen Records under license from Universal Music Enterprises

“GET MY DOUGH”
Written by Ester Dean, Jeremy Michael Coleman and Ricky Witherspoon Jr.
Performed by Ester Dean
Courtesy of Interscope Records under license from Universal Music Enterprises

“GIMME YOUR LOVE”
Written by Skye Edwards, Paul Godfrey and Ross Godfrey
Performed by Morcheeba
Courtesy of [PIAS] Recordings
By arrangement with Sony Music Licensing

“FEVER”
Written by Aaron Zigman

“SWEET”
Written by Aaron Zigman

“LA VIE EN ROSE”
Written by Edith Piaf and Louiguy
Courtesy of Anzic Records, LLC

“LOVE IS A BATTLEFIELD”
Written by Michael Chapman and Holly Knight
Performed by Raining Jane

“COOL JERK”
Written by Donald Storball
Performed by The Go-Go’s
Courtesy of Capitol Records, LLC under license from Universal Music Enterprises

“MISSION IMPOSSIBLE THEME”
Written by Lalo Schifrin
Performed by The Royal Philharmonic Concert Orchestra
Courtesy of Silva Screen Music America

“FEELS SO GOOD”
Written by Aaron Zigman

“SHORTIE IN THE BACK”
Written by Ali Theodore, Robert Miller, Joe Smart and Yusef Jackson
Performed by Basko featuring Nomadik
Courtesy of DeeTown Entertainment

“FEEL IT IN THE AIR”
Written by Marisa Ferdenzi and Cliff Lin
Performed by tête-à-tête
Courtesy of Riptide Music Group

“GIRLS JUST WANT TO HAVE FUN”
Written by Robert Hazard
Performed by Cyndi Lauper
Courtesy of Epic Records
By arrangement with Sony Music Entertainment

“HEAVEN IN YOUR EYES”
Written by Aaron Zigman

“TRIED BY 12”
Written by Rory Smith and Spencer Bellamy
Performed by The East Flatbush Project feat. Des
Courtesy of 10/30 uproar music

“SHANG-HI”
Written by Aaron Zigman

“BOHANNON DUB”
Written by Scott Towers, Joseph Lindsay, Iain Gordon, Tehimana Kerr, Toby Laing, Chris Faiumu and Dallas Tamaira
Performed by Fat Freddy’s Drop
Courtesy of The Drop

“THE ONE THAT YOU LOVE”
Written by Russell Graham
Performed by Air Supply
Courtesy of RCA Records

By arrangement with Sony Music Licensing

“CARRY YOU”
Written by Drew DeAscentis & Aynee Osborn
Performed by Restless Blues Band

“WAKING UP IN PARADISE”
Written and Performed by Cisco Adler
Courtesy of Bananabeat Records

“BUBBLE BUTT (feat. BRUNO MARS, TYGA & MYSTIC)”
Written by Thomas Pentz, Dave Taylor, Michael Stevenson, Bruno Mars and Izana Ebon Davies
Performed by Major Lazer
Courtesy of Secretly Canadian
By arrangement with Zync Music Group LLC
Bruno Mars appears courtesy of Atlantic Recording Corp.
By arrangement with Warner Music Group Film & TV Licensing
Tyga appears courtesy of Cash Money Records/Universal Records under license from Universal Music Enterprises

“BILINGUAL BOY”
Written and Performed by CuCu Diamantes
Courtesy of Third Ear Music Inc.
By arrangement with Shelly Bay Music

“GUAJIRA (CARRIBEAN VERSION)”
Written by Andres Levin, Ileana Padron
and Descemer Bueno
Performed by CuCu Diamantes
Courtesy of Third Ear Music Inc.
By arrangement with Shelly Bay Music

“GONNA MISS YOU WHEN YOU’RE GONE
(LIVE IN THE BING LOUNGE AT101.9 KINK.FM)”
Written and Performed by Patty Griffin
Courtesy of New West Records
By arrangement with Rhino Independent/ADA Licensing,
a division of Warner Music Group Film & TV Licensing

“ROYALS”
Written by Joe Little and Ella Yelich-O’Connor
Performed by Lorde
Courtesy of Lava Music under license
from Universal Music Enterprises

“THE SUN IS RISING”
Written by Jason Ingram, Britt Nicole
and Daniel John Muckala
Performed by Britt Nicole
Courtesy of Capitol Christian Music Group under
license from Universal Music Enterprises

“NEW YORK, NEW YORK”
Written by John Kander and Fred Ebb
Performed by Frank Sinatra
Courtesy of Capitol Records, LLC under license from
Universal Music Enterprises

I’M COMING OUT (THE OTHER WOMAN REMIX)
Written by Bernard Edwards and Nile Rodgers
Performed by Keyshia Cole feat. Iggy Azalea
Produced by Irv Gotti, Reefa and 12 Keyz
Additional Production by Myles Williams
Keyshia Cole performs courtesy of Interscope Records
Iggy Azalea performs courtesy of Virgin Records and
Island Records,
A division of UMG Recordings, Inc.

Certain Artwork Courtesy of:

Frank Nitsche
Todd Hido
Nathaniel Kramer
Laura McPhee
Retna
Zac La Roc
Lucien Clergue
Colin Thomson
Gerhard Richter
Stephanie Snider
Josef Schulz

Artwork By Frank Thiel © Frank Thiel Courtesy Sean Kelly, New York and the Artist

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Kodak Motion Picture Film

DOLBY STEREO (logo)
In Selected Theatres

DATASAT DIGITAL SOUND IN SELECTED THEATRES

SDDS LOGO

American Humane Association™

American Humane Association monitored some of the animal action.
No animals were harmed in those scenes™. (AHAD 04170)

Approved No. 48613

MOTION PICTURE ASSOCIATION OF AMERICA

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